

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE - CHICAGO, ILLINOIS 60606
(312) 853-3223

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

DIRECT LINE: (312) 984-3821

RECORDATION NO. 14797 Filed & Recorded

December 12, 1986 **DEC 15 1986 11-05 AM**

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION
6-349A030

No.
Date **DEC 15 1986**
L. **10.00**

MOTOR OPERATING UNIT

DEC 15 10 57 AM '86

100 OFFICE OF
THE SECRETARY

Dear Ms. McGee:

Washington, D. C.

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

*Thank this
one well see
14797-I*

Manufacturing Agreement Supplement No. 9 dated as of December 11, 1986, a secondary document, supplementing the Manufacturing Agreement dated as of May 7, 1985.

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)
101 North Wacker Drive
Chicago, IL 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>Number of Units</u>	<u>Marked*</u>	<u>Numbered</u>	<u>Contract</u>
5-platform con- tainer well cars	FC	24	DTTX	62444-62467	T-4086-T

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the Interstate
Commerce Commission".

Enclosed is our check in the amount of \$10.00 to cover filing fees.

C. Runtz *T. D. Marion*

Prior recordings relating to this Supplement No. 9 being recorded are as follows:

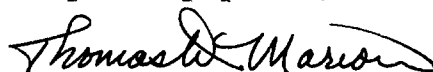
- (1) Manufacturing Agreement dated May 7, 1985, recorded on October 2, 1985, at 12:45 p.m., recordation number 14797;
- (2) Manufacturing Agreement Supplement No. 1 dated August 20, 1985, recorded October 2, 1985, at 12:45 p.m., recordation number 14797-A;
- (3) Manufacturing Agreement Supplement No. 2 dated December 16, 1985, recorded December 23, 1985, at 10:45 a.m., recordation number 14797-B;
- (4) Manufacturing Agreement Supplement No. 3 dated January 27, 1986, recorded February 4, 1986, at 10:55 a.m., recordation number 14797-C;
- (5) Manufacturing Agreement Supplement No. 4 dated April 28, 1986, recorded May 2, 1986, at 10:20 a.m., recordation number 14797-D;
- (6) Manufacturing Agreement Supplement No. 5 dated June 1, 1986, recorded June 11, 1986, at 10:30 a.m., recordation number 14797-E;
- (7) Manufacturing Agreement Supplement No. 6 dated July 15, 1986, recorded July 21, 1986, at 9:15 a.m., recordation number 14797-F;
- (8) Manufacturing Agreement Supplement No. 7 dated July 24, 1986, recorded July 28, 1986, at 10:00 a.m., recordation number 14797-G; and
- (9) Manufacturing Agreement Supplement No. 8 dated October 9, 1986, recorded October 14, 1986, at 8:40 a.m., recordation number 14797-H.

A short summary of the Manufacturing Agreement Supplement No. 9 to appear in the Index is as follows:

"Manufacturing Agreement Supplement #9 covering 24 5-platform container-well cars."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copies to the undersigned bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

Enclosures
TDM:kbb

MANUFACTURING AGREEMENT SUPPLEMENT #9, dated as of December 11, 1986, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

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INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 7, 1985, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING COMPANY

By: George S. McHally
Vice President

(Corporate Seal)

ATTESTATION:

Asst Paul H. Leibel
Secretary

TRAILER TRAIN COMPANY

By: R. R. Rummel
Vice President & Treasurer

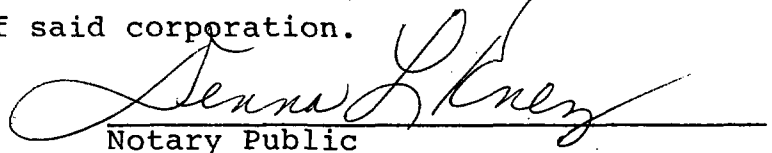
(Corporate Seal)

ATTESTATION:

T. D. Marion
Assistant Secretary

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this 12TH day of December, 1986, before me personally appeared G. S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

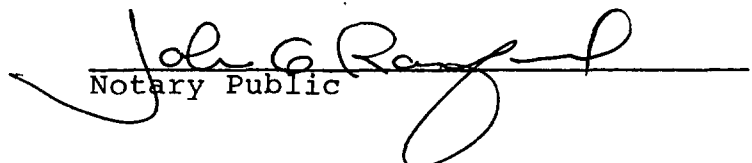

Notary Public

(NOTARIAL SEAL)

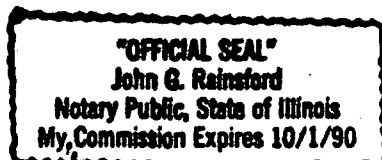
DENNA L. KNEZ
Notary Public - State of Illinois
Commissioned in Cook County
My Commission Expires January 16, 1989

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this 11th day of December, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is a Vice President of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #9

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

ITEM 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	24	62444-62467	\$147,985	\$3,551,640	Dec.-Jan., 87	T-4086-T*

ITEM 2: March 31, 1987

ITEM 3: To be determined

ITEM 4: 26th and State Street, Chicago Heights, Illinois 60411